



## **RESOLUTION NO. 2**

### **DIRECTORS TERM OF OFFICE BY-LAW AMENDMENT**

**WHEREAS** the members of the Royal Canadian Mounted Police Veterans' Association (the "Association"), at its annual meeting of members at Quebec City, Quebec, on May 19, 2015, by resolution affirmed that the number of Directors of the Association is eight (8);

**WHEREAS** in accordance with subsection 133(3) of the *Canada Not-for-profit Corporations Act* (the "Act"), the members of the Association in the same resolution delegated the authority of the Board of Directors to fix the number of Directors within the limits set out in the Articles of Continuance of June 27, 2014 (minimum – 4; maximum – 11);

**WHEREAS** the Board of Directors by resolution adopted on January 16, 2018, fixed the number of Directors as nine (9), effective on May 25, 2018;

**WHEREAS** the Board of Directors decided that to ensure continuity of corporate knowledge amongst Directors and to facilitate smooth turnover, that only one-third of the Board (three (3) Directors) should be up for election or re-election at each annual general meeting of members;

**WHEREAS** to accomplish this objective in 2018 it is necessary to elect three Directors for three years terms at the annual general meeting of members to be held on May 25, 2018 at Winnipeg, Manitoba;

**WHEREAS** in accordance with subsection 152 (1) of the Act the Board of Directors by resolution on January 16, 2018, amended By-Law 43 to increase the term of office of Directors to a maximum of three years instead of two years, effective on May 25, 2018;

**AND WHEREAS** in accordance with subsection 152 (2) of the Act, the members of the Association are to approve the amendment of By-laws at the next annual general meeting of members;

### **BE IT THEREFORE RESOLVED THAT**

The repeal of By-law 43 is approved and replaced with the following:

43. Directors shall be elected, or appointed in accordance with the Act, from Active Members in good standing and Life Members, at the Annual General Meeting, with terms expiring not later than the close of the third Annual General Meeting of members following election, and may be re-elected.

